



ONGO COMMUNITIES COMMON BOARD

**COMPRISING OF: ONGO COMMUNITIES LTD (Company Number 08619739)
ONGO RECRUITMENT LTD (Company Number 04750128)
CROSBY BROKERAGE LTD (07307333)**

**Held at 2.00pm on Thursday 3 August 2023
By Microsoft Teams**

MINUTES

Present:

Common Board: Helen Lennon (Chair), Jan Williams, Karen Locking, Kacper Merta

Officers: Fiona Ruddick (Minutes), Kerry Copson, Carl Willerton, Kevin Hornsby, Mark Perrin, Roger Dawley, Lorraine Brumby, Hayley Cullen

Apologies: Hayley Phillips, Debbie Clegg

Absence: None

Also present: Natalie Cresswell

The meeting was confirmed as quorate – three members are required as per standing orders item 14 and the specific resolutions agreed by the entities in November 2022.

Declarations of Interest: Helen Lennon and Kacper Merta declared they are members of Ongo Homes Board and Jan Williams is employed by Ongo.

Time meeting opened: 2.01pm

1. **Agenda item 3 – Minutes of Previous Meetings**

The minutes of the meeting held on 2 February 2023 were agreed as a true and accurate record and will be signed by the Chair.

2. **Agenda item 4 – Action List**

Kerry Copson provided an update to action 3/23. Statistics have been provided by Ongo's performance team and these have been uploaded into the discretionary reading section from today's meeting for Board to review at their leisure. It is intended to create a video showcasing work of The Arc and that will also include statistics. Action 3/23 is now complete.

3. **Agenda item 5 – Management Accounts**



Summary: This report presents the management accounts including financial golden rules of Ongo Communities, Ongo Recruitment and Crosby Brokerage for June 2023. Management accounts have been summarised and are presented in an abridged format. Full management accounts are available as discretionary reading if required.

Discussion points/questions:

- The Arc was showing a deficit more than the loss agreed by Board. It was asked if there was a plan to reduce this and bring it back to agreed levels. There had been some big losses for the café in the first few months. Some were caused by one off staff shortage (due to sickness). June had improved with good orders for buffets.
- The figures are based on the end of June management accounts. There are currently forecasting exercises ongoing that will give a better reflection of the anticipated end of year situation. There will be completed for the next Board Meeting.
- Income to Ongo Recruitment is expected to improve in the foreseeable future with a payment due from North Lincolnshire Council for the proud to care contract.

Ongo Communities, Ongo Recruitment and Crosby Brokerage: Board approved the management accounts of Ongo Communities, Ongo Recruitment and Crosby Brokerage for June 2023.

4. Agenda item 6 – Business Performance Report

Summary: Ongo Communities is a registered charity with two subsidiary businesses: Ongo Recruitment, a social enterprise employment agency and Crosby Brokerage, set up to manage the budgets of people who require additional supported funded through the local authority as part of the personalisation agenda.

Discussion points/questions:

- The report was complimented. An enquiry was made around the stress related incidents referred to for staff. Kerry Copson explained these were mainly linked to customer behaviour. Customers are not being patient and taking frustrations out on staff. Additional training has been provided to staff on conflict resolution.
- A Member requested if full year targets could be included in future, to demonstrate the whole year as well as the period that was being reported on. This could be incorporated into future reports. **Action 4/23.**
- It was explained the key performance indicators are set either by using targets from the Ongo Corporate Plan or by considering staffing levels, budgets and reviewing what would be an appropriate and achievable target.
- The Board had a discussion around the UK Shared Prosperity Fund and how on occasion it can take some time to be notified of any bids by North Lincolnshire Council. Kevin Hornsby offered to follow this up via his contacts.
- The Ministry of Justice funding was an expression of interest for now with no reference to any monetary values.

Ongo Communities, Ongo Recruitment and Crosby Brokerage: Considered the content of the report and discussed and debated any performance issues. Agreed the report demonstrates sufficient progress against targets and outcomes, and that risks are understood and managed appropriately.

5. **Agenda item 7 - Communities Reserves Policy**

Summary: The Charity Commission expects Board to decide, publish, implement, and monitor their charity's reserves policy so they can comply with their legal duties to act in the interests of their charity and its beneficiaries, protect and safeguard the assets of their charity, act with reasonable care and skill and ensure their charity is accountable.

Discussion points/questions:

- Mark Perrin explained the policy had been written considering the guidance by the Charity Commission. It was stated the appropriate minimum reserve level should be set at £100,000. Board debated an appropriate maximum reserve.
- The feeling was a maximum level did not want to be set that caused money to be spent quickly on schemes that were not appropriate, just to remain compliant with the policy.
- Board Members felt setting a maximum that acted as a trigger, to then consider appropriate action, would be better.
- There was a discussion around the need to ensure money was spent appropriately on furthering the charity's objects.
- If reserves were high, there was an option to seek less funding from Ongo Homes or not bid for external grant funding.
- The variable upper limit seemed to give Board more options. It was felt Board should actively manage the reserves and it was suggested this be included specifically in future management accounts reports. This would be debated at each Board Meeting and a more in depth discussion on reserves will take place when the budget is being set. Action
- If no upper limit was set, Board were asked to consider at what point would that become an issue. An example was given of there being no upper limit and the entity holding £1million in its reserves.
- It was identified not having an upper limit may just be delaying conversations that should be taking place sooner.

Ongo Communities Agreed: Board considered the Ongo Communities Reserves Policy and confirmed agreement with the wording of the policy. It was agreed the minimum reserves would be set at £100,000 and maximum level of reserves would be a variable amount within the range of £450,000 to £600,000. At that point this would be a trigger for the Board to hold discussions on how to manage the reserves.

6. **Agenda item 8 - Ongo Communities Strategic Risk Register**

Summary: Risk is the possibility of an event and the consequences it has on the achievement of objectives, at both strategic and operational level. Robust risk management is an essential element of effective governance and a strong internal control environment.

Discussion points/questions:

- Lorraine Brumby drew the Board's attention to the items in the report explaining the group structure had changed, with Ongo Homes now being the parent of the group.
- This meant an asset and liabilities register has now been created for Ongo Communities to ensure it complies with regulatory requirements of its parent, Ongo Homes.

Ongo Communities, Ongo Recruitment and Crosby Brokerage Agreed: Board reviewed the updated risk register, considered and debated, did not highlight any emerging risks and confirmed risks are managed appropriately.

7. **Agenda item 9 – Health and Safety**

Summary: Ongo has a duty of care to all stakeholders, including our employees, customers, and contractors. We have a legal obligation to comply with various Health and Safety legislation and regulation, with serious consequences if we fail to do so. It is the role of the Communities Board to review Health and Safety arrangements to ensure they are satisfied it is effectively managed and we meet our obligations and duty of care.

Discussion points/questions:

- Roger Dawley introduced the report. A Member asked for further detail around incident 479.
- Kerry Copson was able to provide additional information on this as the report related to her team member. A customer had been unable to complete their desired transaction at the Post Office. They had become agitated and made threats to a staff member.
- That customer has since come back into The Arc, apologised and used the Post Office facilities. They asked to be escorted to the Post Office so as not to cause any further upset to the staff member.
- Customers have been banned from The Arc previously due to their unacceptable behaviour. This was found to be reassuring and demonstrated that positive action was being taken on these incidents.
- It was confirmed the incidents were not consecutively numbered as they were extracted from one overall register that covered all entities within Ongo. Only those relevant to this Board were reported.

Ongo Communities Ongo Recruitment and Crosby Brokerage agreed: Board confirmed they are satisfied with the management of Health, Safety and Environment arrangements set out in the report.

9. **Agenda Item 10 - Code of Governance**

Summary: Annually a self-assessment of the National Housing Federation (NHF) Code of Governance must be undertaken. This is a requirement of the code itself. The results of the self-assessment are reported in the annual report. The statement of compliance is agreed by the Group Audit & Risk Committee, as required by Standing Orders. The Governance & Remuneration Committee have had sight of this self-assessment and agreed for it to be

forwarded to each individual Board for consideration. Each Board must agree its own self assessment.

Discussion points/questions:

- Every individual entity has to consider the self assessment in its own right and confirm it is fully compliant; or there is an explanation as to why not.
- Fiona Ruddick reported that all entities for this Board did fully comply with the code.

Ongo Communities Ongo Recruitment and Crosby Brokerage agreed: The Committee scrutinised and considered compliance against the National Housing Federation (NHF) Code of Governance 2020 for the period 1 April 2022 to 31 March 2023 as per the self-assessment. It was confirmed it gave assurance the code was fully met for the entities.

10. **Agenda Item 11 – Intra Group Agreement (IGA)**

Summary: Following the group structure change a new IGA was required. There will now be one IGA that will cover all subsidiary entities. Currently there are several IGAs between different entities. The new IGA will replace all previous versions.

Discussion points/questions:

- The IGA is a document entered into that outlines what the parent and its subsidiaries can expect from each other and outlines the interactions between the parent and its subsidiaries.
- The IGA has already been approved by the parent, Ongo Homes and by Ongo Commercial Ltd, Ongo Roofing Ltd and Ongo Heating & Plumbing Ltd.
- It has been written by Trowers & Hamlins LLP, our external legal advisers. It is considered to be fully compliant with all regulatory requirements.
- The Board stated they would require a compelling reason not to accept the document and were happy with the IGA as it was proposed for adoption.

Ongo Communities Ltd

The Board considered the documentation and resolved that:

- a) entering into the IGA would be in the best interest of Ongo Communities Ltd, Ongo Recruitment Ltd and Crosby Brokerage Ltd and the group as a whole;
- b) the IGA be approved substantially in the form circulated to the meeting;
- c) to approve the entering into of the IGA by Ongo Recruitment Ltd and Crosby Brokerage Ltd;
- d) the Company's officers be authorised to take such actions as they consider reasonable to facilitate the adoption of the IGA;
- e) the Chair authorised use of her e-signature to execute the document.

Ongo Recruitment Ltd

The Board considered the documentation and resolved that:

- a) entering into the IGA would be in the best interest of Ongo Recruitment Ltd and the group as a whole;
- b) the IGA be approved substantially in the form circulated to the meeting;

- c) the Company's officers be authorised to take such actions as they consider reasonable to facilitate the adoption of the IGA;
- d) the Chair authorised the use of her e-signature to execute the document.

Crosby Brokerage Ltd

The Board considered the documentation and resolved that:

- a) entering into the IGA would be in the best interest of Crosby Brokerage Ltd and the group as a whole;
- b) the IGA be approved substantially in the form circulated to the meeting;
- c) the Company's officers be authorised to take such actions as they consider reasonable to facilitate the adoption of the IGA;
- d) the Chair authorised the use of her e-signature to execute the document.

11. Agenda item 12 – Skills and Personal Development Team Deep Dive Report

Summary: The Create Opportunities Strategy has defined our work over the past four years and drives our ambition. The “Ongo Journey to Work” was designed to encompass the range of skills, projects and services available to customers, with the aim to encourage and coach them towards the labour market and into work, available at different entry and exit points to meet individuals’ needs. Our aim was also to work with more tenants and increase the percentage who access the services. A new way of working that will focus more on our tenants and their families is being introduced.

Discussion points/questions:

- Hayley Cullen provided highlights of the work of the newly named team. Last year there were barriers to which clients could be worked with, due to eligibility requirements attached to external grant funding.
- The team is being funded in house this year which allows more flexibility to ensure Ongo Homes tenants are a higher priority focus.
- Looking Up funding requirements changed with a more national focus. The provider allocated funds for this area was unable to successfully deliver which presented an opportunity for Ongo to bid again for funds.
- Work is continuing to try and establish Ongo Talk as a self funding business by asking local businesses to pay a retained of £2,000 a month. This guarantees their staff access to a counsellor within 7 days of a referral.
- A Member asked what the geographical spread of the Ongo offering was across North Lincolnshire e.g. was it Scunthorpe focused or did it cover wider areas of the county. Hayley Cullen felt she would be able to ask a colleague to pull a report from a system providing postcode data. **Action 6/23.**
- A room is hired in Brigg to hold counselling sessions in that locality for customers who need them so they are not having to travel to Scunthorpe.
- The Sparc project was discussed and the potential high cost of delivering that programme based on its outcomes.
- Difficulties with the Multiply project were explained. There is an eligibility requirement for participants to have lived in the UK for two years.

Ongo Communities Ongo Recruitment and Crosby Brokerage agreed: The Board considered the content of the report and discussed and debated issues. They agreed it demonstrated a clear description of the projects and services in the Skills and Personal Development team, the targets and outcomes achieved, and that risks are understood and managed appropriately.

12. Agenda item 13 – Attendance List

The attendance list was noted.

13. Agenda item 14 – Time for Reflection

One attendee felt there had been a good discussion and it was a useful reminder to hear of the successes to confirm why Ongo operates as it does.

14. Any Other Urgent Business

Fiona Ruddick explained there had been a request by the Chair to change the time of the one item agenda meeting for the year end accounts on 7 September. Members would be contacted next week to try and rearrange this.

With no further business the meeting closed at 3.22pm

Signed by Chair: Date:

As a true and correct record of the Ongo Communities Common Board meeting held on 3 August 2023.